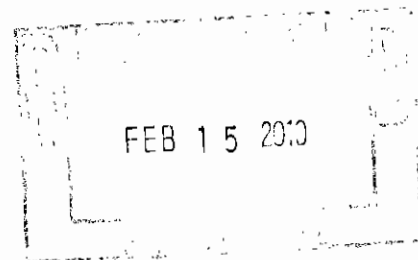


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UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

U.S. SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

UNIVERSAL EXPRESS, INC., et al.,

Defendants.

1:04-cv-2322(RJH)

**ORDER APPROVING PROCEDURES FOR WINDING UP
AND TERMINATING RECEIVERSHIP**

The matter came before this Court upon the Motion of the Receiver of Universal Express, Inc. for entry of an order approving procedures for winding up and terminating the receivership.

After careful consideration and this Court having been duly advised as to the merits,

IT IS HEREBY ORDERED THAT:

The Motion of the Receiver of Universal Express to Approve Procedures for Winding up and Terminating Receivership is granted. The Receiver is hereby ordered to undertake and ensure that the following procedures are followed:

1. The Receiver and its agents will or have already submitted to this Court a Final Receiver's Report (a) summarizing the activities of this receivership, (b) showing


the receipts and disbursements as of the date of the Final Receiver's Report, and
(c) recommending that this receivership be terminated and that the Receiver be
discharged; and

2. The Receiver's agents and counsel are hereby authorized to perform any and all
necessary administrative tasks in order to implement the provisions of this Order,
including but not limited to, arranging for the preparation and filing of federal and
state income tax returns for Universal Express covering the period through entry
of the Final Order, arranging for the assignment and transfer of any remaining
assets to the SEC, and maintaining the records of the Company and of the
Receivership; and
3. The Receiver, its agents and counsel shall be authorized to perform any actions
necessary to perfect the general assignment of any assets following the date of
entry of this Order and any expenses of such actions are chargeable and payable
from receivership funds; and
4. Following the payment of all administrative expenses of the Receivership, the
Receiver will pay the balance of all cash remaining in the bank account of the
Receivership to the SEC, pursuant to the Judgment entered in favor of the United
States and against Universal Express and in accordance with this Court's February
21, 2007 Order (DE 172).

5. The Receiver may take such other actions which, in its discretion, it deems necessary to effectuate the wind up and termination of this receivership.

SO ORDERED.

Done and ordered at Chambers in New York, New York this 22 day of February, 2010.



RICHARD J. HOLWELL
UNITED STATES DISTRICT JUDGE